

BC FORM 51-102F3
SECURITIES ACT

**MATERIAL CHANGE REPORT UNDER SECTION 85(1) OF THE ACT AND SECTION 151 OF THE
SECURITIES RULES**

- 1. Name and Address of Company:** **Tres-Or Resources Inc. (the “Issuer”)**
1934 – 131 Street
White Rock, B.C.
V4A 7R7
- 2. Date of Material Change:** June 1, 2004
- 3. News Release:**
A news release dated June 1, 2004, was disseminated through Stockwatch, Market News, SEDAR and by email to the Tres-Or mail list and is available on the Tres-Or web site at: www.tres-or.com as required under section 7.1 of National Instrument 51-102.
- 4. Summary of Material Change:**

On June 1, 2004, Tres-Or signed an amendment to the June 30, 2003 agreement allowing Adroit Resources Inc. (formally Rock Resources Inc.) to continue to earn up to a 51% interest in 169 Cobalt South claim units from Tres-Or in the Temagami North area. The amendment extends the required exploration expenditure of \$75,000 due by June 30, 2004 to include work expenditures in progress plus management fees as part of the \$75,000 now required to be expended by July 30, 2004. Tres-Or holds 100% interest in the Cobalt South claim units subject to a 2.5% NSR.
- 5. Full Description of Material Change:** See attached news release dated June 1, 2004.
- 6. Reliance on subsection 7.1(2) or (3) of National Instrument 51-102:** N/A
- 7. Omitted Information:**

No information has been omitted on the basis that it is confidential.
- 8. Executive Officer:**

Laura Lee Duffett, President and Director
- 9. Date of Report:**

Dated at Vancouver, British Columbia this June 1, 2004.

(signed “Laura Lee Duffett”)

Laura Lee Duffett
President and Director

ADROIT RESOURCES INC.

#610 – 111 Melville Street, Vancouver, BC, Canada, V6E3V6

Web Site: www.adroitresources.ca ? Email: info@adroitresources.ca

TSX Venture: ADT

TRES-OR RESOURCES LTD.

1934 – 131 Street, White Rock, BC, Canada, V4A 7R7

Web Site: www.tres-or.com ? Email: info@tres-or.com

TSX Venture: TRS

June 1, 2004

NEWS RELEASE**COBALT SOUTH AND TEMAGAMI PROJECTS UPDATE**

Adroit Resources Inc. ("Adroit") and Tres-Or Resources Ltd. ("Tres-Or") are pleased to report that exploration work is proceeding on all three of the Adroit option properties. The Phase I exploration budgets proposed in February 2004 by Adroit's independent consulting geologist were approved and aggressive exploration activities are continuing on the Temagami North, Cobalt South and Temagami East projects. The properties are located west of Lake Timiskaming in Ontario, in an area where commercial-sized diamond populations were reported by Sudbury Contact Mines in their May 28, 2004 news release confirming preliminary results from the 95-2 kimberlite mini-bulk sampling program and two new diamond-bearing kimberlite discoveries. Tres-Or is the project operator for all three projects.

Temagami North Project - Diamonds

Adroit is spending \$225,000 in exploration work on the 104 Temagami North Option claims by November 30, 2004 to complete its earn-in for a two thirds interest in these claims. Some of these claims are located proximal to the known macrodiamond-bearing kimberlite pipes owned by Sudbury Contact Mines.

Preliminary magnetic intensity maps received from a 300 line-kilometre helicopter-borne high resolution magnetic and electromagnetic survey flown by Aeroquest at 50m line spacing over two blocks of claims in the Temagami North, Lundy project area have outlined several high priority anomalies. Detailed processing of the data is proceeding. Preliminary analyses confirms at least two high-ranked priority anomalies occur south of the 95-2 kimberlite pipe on the Adroit optioned claims and are recommended for immediate ground follow-up.

Cobalt South – Metals and diamonds

Adroit is earning a 51% interest in 169 contiguous Cobalt South claim units which cover part of the Montreal River fault and are on strike and contiguous with the Cabo Mining diamond-bearing lamprophyric breccia dyke complex near Cobalt, Ontario. Aeroquest Limited was engaged to fly an 873 line- kilometre high resolution helicopter-borne magnetic and electromagnetic survey over the claims in April 2004. Work is in progress and Adroit is funding up to \$75,000 in exploration work and management fees by July 30, 2004.

Temagami East Option – Metals and diamonds

In February 2004, Aeroquest was engaged to fly a detailed 1,450 line-kilometre high resolution helicopter-borne magnetic and electromagnetic survey at 50 metre spacing to define priority targets for ground follow-up. Three high priority targets were identified from interpretation of the proprietary fixed-wing airborne magnetic survey completed over the property in May 2002 and ground follow-up has commenced on one of these targets. In addition, kimberlite indicator minerals recovered from Tres-Or's till sampling programs to the south, indicate sufficient abundance, and distinct chemistries to suggest undiscovered kimberlite sources may be present to the north on the Temagami East claims.

Work is in progress, and Adroit is funding up to \$280,000 in exploration and management fees towards required expenditures of \$400,000 by September 30, 2004. The parties have mutually agreed to extend the required work expenditure due dates to accommodate contract and ground equipment mobilization delays caused by an early spring thaw.

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In making this announcement, Graeme Rowland, Chairman and President of Adroit Resources said, “I am excited with Sudbury Contact Mines diamond results on 95-2 which augers well for our Temagami North claims. I am looking forward to results from Tres-Or on their exploration efforts for metals and diamonds on our Cobalt South and Temagami East properties”.

Laura Lee Duffett, P.Geo., President of Tres-Or Resources said, “We are very pleased with the positive developments being made by Sudbury Contact on their Timiskaming Diamond project. We are confident that commercial diamond discoveries will be made in the region and with our continued and focused exploration efforts, Tres-Or and it’s partners will be rewarded with new discoveries”.

The geology of northeastern Ontario and Quebec is favourable for primary diamond deposits due to the underlying Archean craton that has been stable for at least 2.5 billion years and major, deep structures favourable for the ascending kimberlite magmas such as the Lake Timiskaming Structural Zone. This is supported by research and exploration results that demonstrate the upper mantle in the Temagami-Timiskaming area is significantly diamond-bearing.

**ON BEHALF OF
THE BOARD OF DIRECTORS OF
ADROIT RESOURCES INC.**

“Graeme Rowland”

Graeme Rowland
Chairman and President

**ON BEHALF OF
THE BOARD OF DIRECTORS OF
TRES -OR RESOURCES LTD.**

“Laura Lee Duffett”

Laura Lee Duffett
President

This news release shall not constitute an offer to sell or the solicitation of an offer to buy the securities in any jurisdiction. The securities of the corporation have not been and will not be registered under the U.S. Securities Act, 1933, as amended, and subject to certain exemptions may not be offered or sold in the United States or to U.S. persons. The TSX Venture Exchange has not reviewed and does not accept responsibility for the adequacy or accuracy of this release.

For further information contact:

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